



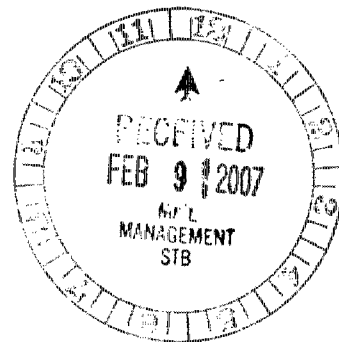
CORPORATION SERVICE COMPANY

RECORDATION NO. 23055-47 FILED

FEB 12 '07

10-33 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea

Date: February 8, 2007

Order#: 749362/015

Re: CEFX151798-CEFX153321 CONOCOPHILLIPS

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 02/23/2007
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.
Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

LESSEE:
CONOCOPHILLIPS
TA3104
PO BOX 2197
HOUSTON, TX 77252

LESSOR:
THE CIT GROUP/EQUIPMENT FINANCING, INC.



CORPORATION SERVICE COMPANY

1211 AVENUE OF THE AMERICAS, 20TH FLOOR
NEW YORK, NY 10036

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19th day of May, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CONOCOPHILLIPS as successor in interest to CONOCO, INC., a Delaware corporation, with an address at TA3104, PO BOX 2197, HOUSTON, TX 77252-2197 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 30, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on August 22, 2000 and given Recordation Number 23055.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CONOCOPHILLIPS

By: Stephen Barham
Name: Stephen Barham
Title: Vice President, ConocoPhillips

Schedule A

Number of Cars		Equipment Description
49		4,750 C.F. covered hopper car with gravity gates and round hatches
1	CEFX	151798
2	CEFX	151821
3	CEFX	152254
4	CEFX	152255
5	CEFX	152256
6	CEFX	152258
7	CEFX	152268
8	CEFX	152270
9	CEFX	152272
10	CEFX	152274
11	CEFX	152275
12	CEFX	152277
13	CEFX	152282
14	CEFX	152285
15	CEFX	152290
16	CEFX	152292
17	CEFX	152400
18	CEFX	152408
19	CEFX	152411
20	CEFX	152416
21	CEFX	152417
22	CEFX	152419
23	CEFX	152420
24	CEFX	152421
25	CEFX	152423
26	CEFX	152424
27	CEFX	152429
28	CEFX	152432
29	CEFX	152433
30	CEFX	152437
31	CEFX	152441
32	CEFX	152446
33	CEFX	152447
34	CEFX	152448
35	CEFX	152450
36	CEFX	152458
37	CEFX	152460
38	CEFX	152461
39	CEFX	152468
40	CEFX	152472
41	CEFX	152474
42	CEFX	152475
43	CEFX	152480
44	CEFX	152547
45	CEFX	152548
46	CEFX	152718
47	CEFX	152724
48	CEFX	153018
49	CEFX	153321